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Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

Chapter 11

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED FUND,
 LLC,
 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

**NOTICE OF FILING OF ASSET
 PURCHASE AGREEMENT
 (AFFECTS ALL DEBTORS)**

Affects:

- ☒ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA Capital First Trust Deed Fund, LLC

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1 As set forth in the Motion for Order Scheduling an Auction for the Sale of Certain Assets,
2 Appointing SPCP, LLC as Lead Bidder, and Approving Bid Procedures and Protections (the
3 “Motion”), the Declaration of Thomas J. Allison and the reply memorandum in support of the
4 Motion, Debtors hereby file a copy of a copy of the Asset Purchase Agreement between Debtors
5 and SPCP Group, LLC, a copy of which is attached hereto as **Exhibit A**.

6 Respectfully submitted this 19th day of October, 2006.

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8 /s/ Lenard E. Schwartzter, Esq.

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14 and

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EXHIBIT A

ASSET PURCHASE AGREEMENT